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## STATE of WASHINGTON SECRETARY of STATE

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I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

### ARTICLES OF MERGER

of

LONGFIBRE COMPANY

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging with and into itself LONGVIEW FIBRE COMPANY (A Delaware corp. qualified in WA); and Changing name to LONGVIEW FIBRE COMPANY

Corporation Number: 084 000 074

Date: April 6, 1990

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State



FILED

APR 6 1990

SECRETARY OF STATE  
STATE OF WASHINGTON

## ARTICLES OF MERGER

LONGVIEW FIBRE COMPANY,  
a Delaware corporation  
WITH AND INTO  
LONGFIBRE COMPANY  
a Washington corporation

In accordance with RCW 23A.20.040

The undersigned, R.P. Wollenberg, being the Chairman and President of each of Longview Fibre Company, a Delaware corporation, and Longfibre Company, a Washington corporation, DOES HEREBY CERTIFY as follows:

(1) the constituent corporations in the merger (the "Merger") are Longview Fibre Company, a Delaware corporation ("Fibre"), and Longfibre Company, a Washington corporation ("Longfibre"); the name of the surviving corporation is Longview Fibre Company, a Washington corporation.

(2) an Agreement and Plan of Merger dated as of November 30, 1989 (the "Merger Agreement") has been approved, adopted, and executed by each of the constituent corporations in accordance with RCW 23A.20.070. The Merger Agreement is attached hereto as Exhibit A and incorporated herein by reference;

(3) The number of shares of Fibre outstanding and entitled to vote was 10,936,266 shares of common stock; the following shares voted for, voted against or did not vote or abstained from voting with respect to, the Merger Agreement:

	Voted		Vote not received or
	For	Against	Abstained
Common Stock.....	6,898,131	1,928,540	2,109,595
	(63.1%)	(17.6%)	(19.3%)

(4) the number of shares of Longfibre outstanding and entitled to vote was 50 shares of common stock; all of the shares voted for and none of the shares voted against the Merger Agreement.

The Merger shall become effective at 5:00 p.m., Seattle, Washington time on the date on which these Articles of Merger are filed with the Secretary of State of the State of Washington.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed as of this 3<sup>rd</sup> day of April, 1990.

LONGFIBRE COMPANY, a Washington corporation

By: R.P. Wollenberg  
R.P. Wollenberg, Chairman,  
President and Chief Executive  
Officer

LONGVIEW FIBRE COMPANY,  
a Delaware corporation

By: R.P. Wollenberg  
R.P. Wollenberg, Chairman,  
President and Chief Executive  
Officer

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 30<sup>th</sup> day of November, 1989 by and between Longfibre Company, a Washington corporation ("Longfibre") and Longview Fibre Company, a Delaware corporation ("Fibre") (collectively, the "Constituent Corporations") with reference to the following facts:

A. Each of the Constituent Corporations has, subject to approval by their respective shareholders, adopted the plan of merger embodied in this Agreement, and the Constituent Corporations and their respective boards of directors deem it advisable and in the best interest of each of the Constituent Corporations that Fibre be merged with and into Longfibre pursuant to the applicable corporation laws of Washington and Delaware and Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Constituent Corporations do hereby agree to merge, on the terms and conditions herein provided, as follows:

1. The Merger.

1.1 Governing Law. Fibre shall be merged into Longfibre in accordance with the applicable laws of the States of Washington and Delaware. Longfibre shall be the surviving corporation and shall be governed by the laws of the State of Washington.

1.2 Effective Date. The "Effective Date" of the merger shall be, and such term as used herein shall mean, 5:00 p.m., Seattle, Washington time, on the day on which the Articles of Merger in substantially the form attached hereto as Exhibit A-1 are filed in the office of the Secretary of State of the State of Washington and a Certificate of Merger in substantially the form attached hereto as Exhibit A-2 is filed in the office of the Secretary of State of the State of Delaware, all after satisfaction of the requirements of applicable laws of the states prerequisites to such filings.

2. Share Conversion.

2.1 Stock of Fibre. On the Effective Date, each share of Common Stock of Fibre issued and outstanding immediately prior to the merger shall automatically be converted into and become, without further action by the holder thereof, five shares of Common Stock of Longfibre. As of and after the Effective Date, each outstanding certificate which, prior to the Effective Date represented shares of stock of Fibre shall be deemed for all

purposes to evidence ownership of, and to represent an equal number of shares of stock of Longfibre determined as provided in this paragraph 2.1. As soon as practicable following the Effective Date, Longfibre shall cause to be delivered to holders of record of Fibre Common Stock certificates representing four shares of Longfibre stock for each share of Fibre Common Stock held of record as of the Effective Date.

2.2 Stock of Longfibre. Upon the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of Common Stock of Longfibre outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.

3. Effect of the Merger.

3.1 Rights, Privileges, Etc. On the Effective Date, Longfibre, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Constituent Corporations; all property of every description and every interest therein and all debts and other obligations of or belonging to or due to the Constituent Corporations on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or vested in Longfibre without further act or deed; title to any real estate, or any interest therein, vested in the Constituent Corporations shall not revert or in any way be impaired by reason of this merger; and all of the rights of creditors of the Constituent Corporations shall be preserved unimpaired, and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and such debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth remain with or attach to, as the case may be, Longfibre and may be enforced against it to the same extent as if all of such debts, liabilities, obligations and duties had been incurred or contracted by it.

3.2 Employee Benefit Plans. On the Effective Date, Longfibre will automatically assume all obligations of Fibre under any and all employee benefit plans in effect as of the Effective Date or with respect to which employee rights or accrued benefits are outstanding as of the Effective Date.

3.3 Articles of Incorporation and Bylaws. The Articles of Incorporation of Longfibre as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Articles of Incorporation of Longfibre without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws, except that Article I

thereof shall be amended as of the Effective Date to read in its entirety "The name of this corporation (the "Corporation") is LONGVIEW FIBRE COMPANY." The Bylaws of Longfibre as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the Bylaws of Longfibre without change or amendment until thereafter amended in accordance with the provisions thereof, the Articles of Incorporation of Longfibre and applicable laws.

3.4 Directors and Officers. The directors and officers of Longfibre shall be the directors and officers of Longfibre on the Effective Date, and such directors and officers shall serve until they are removed or replaced in accordance with the Articles of Incorporation and Bylaws of Longfibre.

3.5 Further Action. From time to time, as and when requested by Longfibre, or by its successors or assigns, any party hereto shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as Longfibre, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to Longfibre, and its successors or assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intent and purposes of this Agreement.

4. Termination; Amendment.

4.1 Termination Provision. Anything contained in this Agreement to the contrary notwithstanding, this Agreement may be terminated and the merger abandoned:

(a) Upon written notice at any time prior to the Effective Date of the merger by either of the Constituent Corporations; or

(b) If holders of at least a majority of the outstanding shares of Common Stock of Fibre shall not vote in favor of the merger.

4.2 Amendment Provisions. Anything contained in this Agreement notwithstanding, this Agreement may be amended or modified in writing at any time prior to the Effective Date; provided that, an amendment made subsequent to the adoption of this Agreement by the shareholders of the Constituent Corporations shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of the Constituent Corporations, (2) alter or change any term of the Articles of Incorporation of

Longfibre or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of the Constituent Corporations; provided, however, the Constituent Corporations may by agreement in writing extend the time for performance of, or waive compliance with, the conditions or agreements set forth herein.

4.3 Board Action. In exercising their rights under this Section 4, each of the Constituent Corporations may act by its Board of Directors, and such rights may be so exercised, notwithstanding the prior approval of this Agreement by the shareholders of the Constituent Corporations.

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the Board of Directors of each of the Constituent Corporations, is hereby executed on behalf of each of the Constituent Corporations by their respective officers thereunto duly authorized.

LONGVIEW FIBRE COMPANY, a Delaware corporation

By: R.P. Wollenberg  
R.P. Wollenberg, Chairman,  
President and Chief Executive Officer

Attest:

By: R.G. McDermott  
R.G. McDermott, Senior Vice  
President-Finance,  
Secretary and Treasurer

LONGFIBRE COMPANY, a Washington corporation

By: R.P. Wollenberg  
R.P. Wollenberg, Chairman,  
President and Chief Executive Officer

Attest:

By: *R.G. McDermott*  
R.G. McDermott, Senior Vice  
President-Finance,  
Secretary and Treasurer

STATE OF WASHINGTON )  
                    *County of King* ) ss.:  
COUNTY OF KING )

THIS IS TO CERTIFY that on this 30<sup>th</sup> day of November, 1989, before me, the undersigned, a notary public in and for the State of Washington, duly commissioned and sworn, personally appeared R.P. Wollenberg, to me known to be Chairman, President and Chief Executive Officer of Longview Fibre Company, a Delaware corporation, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of the corporation for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument on behalf of said corporation.

WITNESS my hand and official seal the day and year in this certificate first above written.

[NOTARIAL SEAL]

*Michael M. Stewart*  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at *Kalama*.  
My commission expires: *June 1, 1992*.



STATE OF WASHINGTON )  
COUNTY OF King ) ss.:  
KING )

THIS IS TO CERTIFY that on this 30th day of November, 1989, before me, the undersigned, a notary public in and for the State of Washington, duly commissioned and sworn, personally appeared R.P. Wollenberg, to me known to be Chairman, President and Chief Executive Officer of Longfibre Company, a Washington corporation, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of the corporation for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument on behalf of said corporation.

WITNESS my hand and official seal the day and year in this certificate first above written.

[NOTARIAL SEAL]

Joseph M. Wollenberg  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at Bellevue.  
My commission expires: June 1, 1992.

EXHIBIT A-1

ARTICLES OF MERGER

LONGVIEW FIBRE COMPANY,  
a Delaware corporation  
WITH AND INTO  
LONGFIBRE COMPANY  
a Washington corporation

In accordance with RCW 23A.20.040

The undersigned, R.P. Wollenberg, being the Chairman and President of each of Longview Fibre Company, a Delaware corporation, and Longfibre Company, a Washington corporation, DOES HEREBY CERTIFY as follows:

(1) the constituent corporations in the merger (the "Merger") are Longview Fibre Company, a Delaware corporation ("Fibre"), and Longfibre Company, a Washington corporation ("Longfibre"); the name of the surviving corporation is Longview Fibre Company, a Washington corporation.

(2) an Agreement and Plan of Merger dated as of November \_\_, 1989 (the "Merger Agreement") has been approved, adopted, and executed by each of the constituent corporations in accordance with RCW 23A.20.070. The Merger Agreement is attached hereto as Exhibit A and incorporated herein by reference;

(3) The number of shares of Fibre outstanding and entitled to vote was \_\_\_\_\_ shares of common stock; the following shares voted for, voted against or did not vote or abstained from voting with respect to, the Merger Agreement:

	Voted For	Voted Against	Vote not received or Abstained
Common Stock.....	_____ (__%)	_____ (__%)	_____ (__%)

(4) the number of shares of Longfibre outstanding and entitled to vote was 50 shares of common stock; all of the shares voted for and none of the shares voted against the Merger Agreement.

The Merger shall become effective on the date on which these Articles of Merger are filed by the Secretary of State of the State of Washington.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be duly executed as of this the \_\_\_\_ day of \_\_\_\_\_, 1989.

LONGFIBRE COMPANY, a Washington corporation

By: \_\_\_\_\_  
R.P. Wollenberg, Chairman,  
President and Chief Executive  
Officer

LONGVIEW FIBRE COMPANY,  
a Delaware corporation

By: \_\_\_\_\_  
R.P. Wollenberg, Chairman,  
President and Chief Executive  
Officer

EXHIBIT A-2

CERTIFICATE OF MERGER

LONGVIEW FIBRE COMPANY,  
a Delaware corporation  
WITH AND INTO  
LONGFIBRE COMPANY,  
a Washington corporation

In accordance with Section 252  
of the General Corporation Law  
of Delaware

The undersigned, R.P. Wollenberg and R.G. McDermott, being the Chairman and Secretary, respectively, of each of Longview Fibre Company, a Delaware corporation, and Longfibre Company, a Washington corporation, DO HEREBY CERTIFY as follows:

- (1) the constituent corporations in the merger (the "Merger") are Longfibre Company, a Washington corporation ("Longfibre") and Longview Fibre Company, a Delaware corporation ("Fibre");
- (2) an Agreement and Plan of Merger dated as of November \_\_\_\_, 1989 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of Delaware and with Section 23A.20.070 of the Washington Business Corporation Act;
- (3) the name of the surviving corporation is Longview Fibre Company, a Washington corporation;
- (4) the Articles of Incorporation of Longfibre shall be the Articles of Incorporation of the surviving corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law, except that Article I thereof shall be amended as of the effective date of the Merger to read in its entirety "The name of this corporation (the "Corporation") is LONGVIEW FIBRE COMPANY.";
- (5) the executed Merger Agreement is on file at the principal place of business of the surviving corporation at End of Fibre Way, P.O. Box 639, Longview, Washington 98632;
- (6) a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations;

(7) this certificate shall become effective at 5:00 p.m., Seattle, Washington time on the date it is filed;

(8) Longfibre agrees that it may be served with process in the State of Washington in any proceeding for the enforcement of any obligation of Fibre, as well as for enforcement of any obligation of Longfibre arising from the Merger.

(9) Longfibre hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, and hereby directs the Secretary of State of the State of Delaware to mail any such process to the following address:

Longview Fibre Company  
End of Fibre Way  
P.O. Box 639  
Longview, Washington 98632  
Attention: Corporate Secretary

IN WITNESS WHEREOF, the undersigned has affirmed the statements herein as true, under penalties of perjury, as of this \_\_\_\_ day of \_\_\_\_\_, 1989.

LONGVIEW FIBRE COMPANY, a  
Delaware corporation

By: \_\_\_\_\_  
R.P. Wollenberg, Chairman,  
President and Chief Executive  
Officer

Attest:

\_\_\_\_\_  
R.G. McDermott, Senior Vice  
President-Finance,  
Secretary and Treasurer

LONGFIBRE COMPANY, a Washington  
corporation

By: \_\_\_\_\_  
R.P. Wollenberg, Chairman,  
President and Chief Executive  
Officer

Attest:

\_\_\_\_\_  
R.G. McDermott, Senior Vice  
President-Finance,  
Secretary and Treasurer